

GILLETTE INDIA LIMITED

CIN: L28931MH1984PLC267130

Registered Office: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (E), Mumbai – 400099

Website: in.pg.com ● Tel : 91-22-2826 6000 ● Fax : 91-22-2826 7337

NOTICE

NOTICE is hereby given that the Thirty-Sixth Annual General Meeting of the Members of the Company will be held on **Wednesday, November 25, 2020**, at **11.00 a.m.**, through Video Conferencing or Other Audio Visual Means to transact the business mentioned below. Venue for Meeting shall be deemed to be the Registered Office of the Company: P&G Plaza, Cardinal Gracias Raod, Chakala, Andheri East, Mumbai - 400 099.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2020 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To declare Final Dividend for the Financial Year ended June 30, 2020.
3. To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board of Directors

**Ghanashyam Hegde
Company Secretary**

Mumbai
October 30, 2020

Registered Office :

P&G Plaza,
Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai - 400 099

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate

Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the Annual General Meeting through Video Conference ("VC) or Other Audio Visual Means ("OAVM"), during the calendar year 2020.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and in accordance with, the Circulars and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of the Company shall be conducted through VC/OAVM. Your Company has appointed National Securities Depositories Limited ('NSDL') for providing the facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for participating in the meeting through VC is explained in this notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxies to attend and cast votes on behalf of the members is not available for this AGM. However, the bodies corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. As the AGM shall be conducted through VC / OAVM, proxy form, attendance slip and route map are not annexed to this Notice.
4. Members can join the 36th AGM through VC/OAVM mode 30 minutes before the time scheduled to start the meeting, by following the procedure mentioned below, in the notice. The facility of participation at the AGM

through VC/OAVM will be made available for 1000 members on first come first served basis. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

5. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, the Annual report (including Report of Board of Directors, Financial Statements, Auditor's report or other documents required to be attached therewith) and the Notice of AGM are being sent in the electronic form to all the Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

The Notice of AGM along with Annual Report for the Financial Year 2019-20, is available on the website of the Company at <https://in.pg.com/india-investors/gil/shareholder-information/info/>, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited as well as on the website of NSDL at www.evoting.nsdl.com.

6. The Registers to be maintained under the Companies Act, 2013 will be available electronically for inspection by the members during the AGM, upon login on NSDL e-voting system at <https://www.evoting.nsdl.com>.

Instructions for members for joining the 36th Annual General Meeting through VC are as under:

7. Member will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice below, to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

8. Members are encouraged to join the Meeting through Laptops for better experience.
9. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
10. **Shareholders who would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, E-mail id, mobile number at investorgil.im@pg.com from the date of this notice up to November 22, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.**
11. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

The instructions for Members relating to remote e-voting are as under:

13. The remote e-voting period commences on Friday, November 20, 2020 at 9:00 a.m. and ends on Tuesday, November 24, 2020 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on November 18, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change

it subsequently. The Company has appointed M/s. Saraf & Associates, Practicing Company Secretaries, represented by Mr. Kamalax Saraf, Proprietor to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, November 18, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 114736 then user ID is 114736001***

Your password details are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- (iii) How to retrieve your ‘initial password’?
 - If your email Id is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email Id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held

- in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email Id is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- d. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- (i) Click on "Forgot User Details/ Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (ii) Click on "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- e. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- f. Now, you will have to click on "Login" button.
- g. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- c. Select "EVEN" of company for which you wish to cast your vote.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The Instructions for Members For E-Voting On The Day Of The AGM Are As Under:-

15. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
16. Only those Members/ shareholders, who will be present in the EGM/AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
17. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General guidelines for shareholders

18. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail

to gilagm2020@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.

19. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of E - mail ids for e-voting for the resolutions set out in this Notice:
 - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com and investorgil.im@pg.com
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@masserv.com and investorgil.im@pg.com
20. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in
21. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, November 19, 2020, to Wednesday, November 25, 2020** (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the Annual General Meeting.
22. The final dividend on Equity Shares for the Financial Year ended June 30, 2020, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before December 21, 2020:
 - (a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on November 18, 2020;
 - (b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company's Register of Members as on November 25, 2020.
23. Members are requested to note that as per SEBI directions, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form effective April 01, 2019. Transfer deed(s) lodged prior to deadline, i.e., April 1, 2019, and returned due to deficiency in the document may be re-lodged for transfer with the Company's RTA, M/s. MAS Services. Ltd., on or before March 31, 2021, cut-off date, as fixed by SEBI vide circular dated September 07, 2020. Further, the shares that are re-lodged for transfer (including those request that are pending with the company / RTA, as on date) will be issued only in demat mode.
24. In the case of Dematerialized Shares, the Company is obliged to print Bank details on the dividend warrants, as are furnished by the National Securities Depository Limited ("NSDL") and the Central Depositories Services (India) Limited ("CDSL") ("the Depositories") to the Company and the Company cannot entertain any request for deletion/change of Bank details without confirmation from the Depositories. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change(s) desired.
25. Non-resident Indian Members are requested to immediately inform the Company or its RTA or the concerned DP, as the case may be, about the following:
 - (a) The change in the residential status on return to India for permanent settlement;
 - (b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
26. Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 ("the Act") as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its

shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in our letter dated September 28, 2020, which is put up on the website at <https://in.pg.com/india-investors/gil/reports-announcements/announcements/#announcements>, in order facilitate company to deduct TDS at time of final dividend. The said documents (duly completed and signed) are required to be emailed to Company's RTA at info@masserv.com on or before **November 15, 2020** in order to enable the Company to determine and deduct appropriate TDS. For any clarification, please write to us at info@masserv.com or investorgil.im@pg.com

27. In line with the Securities and Exchange Board of India ("SEBI") directives, the Company is required to update bank details of the members of the Company to enable usage of the electronic mode of remittance for distributing dividends and other cash benefits to its Members. In this regard, members holding shares in electronic form are requested to furnish their bank details to their Depository Participants ("DPs"). Members holding shares in physical form are requested to furnish their bank details, alongwith a photocopy of a blank cancelled cheque pertaining to your bank account to the Registrar and Share Transfer Agent, ("RTA"), M/s. MAS Services. Ltd.

28. Members holding shares in the physical form are requested to intimate the following directly to the Company's RTA, M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020
Tel: (022) 26387281/82/83, Fax: (022) 26387384, e-mail: info@masserv.com.

- (a) Bank Mandate with full particulars for remittance of dividend directly into their Bank Accounts, if declared at the Meeting;
- (b) Intimate changes, if any, in their address/name, bank details, NECS/ECS, mandates, nominations, power of attorney etc. at an early date;
- (c) Apply for consolidation of folios, if shareholdings are under multiple folios in identical names or joint holding in the same order of names;

- (d) Send their share certificates for consolidation, and
- (e) Request for nomination forms for making nominations, as per the format prescribed under the Companies Act, 2013.

Members holding shares in the Dematerialized (electronic) form are requested to intimate the aforesaid changes directly to their DPs, as applicable.

29. SEBI has mandated submission of Permanent Account Number ("PAN") for all transactions in the securities market. Members who are holding shares in dematerialized form are requested to submit their PAN details to their respective DP. Members holding shares in physical form can submit their PAN details to the Company's RTA, M/s. MAS Services Limited.

30. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on November 26, 2019 (date of last Annual General Meeting) are available on the website of the Company at <https://in.pg.com/>. The shareholders whose dividend/shares as transferred to the IEPF Authority can now claim the same from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

31. Members are requested to contact the Company's RTA, M/s. MAS Services Limited, for claiming the unclaimed dividends/shares. The detailed dividend history and due dates for

transfer to IEPF are provided in the “Corporate Governance” section of the Annual Report.

32. Members are requested to address all correspondences, including Share related documents and dividend matters to the Company’s RTA, M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Tel: (022) 26387281/82/83, Fax: (022) 26387384, e-mail: info@masserv.com.
33. Members are requested to quote their ledger folio numbers in all their correspondence to enable the Company to provide better services to the Members.
34. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations, in respect of the Directors seeking re-appointment at the ensuing 36th AGM forms integral part of the Notice of the 36th AGM.

35. The results along with the Scrutinizer’s Report, shall be placed on the website of the Company and on the website of NSDL within 48 hours of conclusion of the AGM and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Ghanashyam Hegde
Company Secretary

Mumbai
October 30, 2020

Registered Office:
P&G Plaza,
Cardinal Gracias Road,
Chakala, Andheri (East),
Mumbai 400 099

**DETAILS OF DIRECTORS PROPOSED TO BE RE-APPOINTED BY ROTATION AT THE FORTHCOMING
36TH ANNUAL GENERAL MEETING**

Resolution at Item No.	3	4
Name of Director	Mr. Pramod Agarwal	Ms. Sonali Dhawan
Age	58 years	45 years
Date of appointment on the Board	08-05-2015	25-02-2014
Expertise in specific field	M.B.A. in Finance	M.B.A. in Marketing
Names of other Companies in which he/she holds Directorships	<ol style="list-style-type: none"> Procter & Gamble Hygiene and Health Care Limited Zircon Technologies (India) Limited 	<ol style="list-style-type: none"> Procter & Gamble Hygiene and Health Care Limited
Companies in which he/she is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	Nil	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committees: <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Risk Management Committee 	Member of Committees: <ol style="list-style-type: none"> Corporate Social Responsibility Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Procter & Gamble Hygiene and Health Care: <i>Chairman of Committees:</i> Cash and Investment Committee <i>Member of Committees:</i> Risk Management Committee	Procter & Gamble Hygiene and Health Care: <i>Member of Committees:</i> Corporate Social Responsibility Committee
Shareholding in the Company	100 shares	Nil
Relationship with other Directors, Manager or key Managerial Personnel, if any	None	None